

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

7 WEST 57TH STREET REALTY COMPANY,
LLC, a Delaware Limited Liability Company,

Plaintiff,

- against -

CITIGROUP, INC., CITIBANK, N.A., BANK
OF AMERICA CORP., BANK OF AMERICA
N.A., BARCLAYS BANK PLC, UBS AG,
JPMORGAN CHASE & CO., JPMORGAN
CHASE BANK, NATIONAL ASSOCIATION,
CREDIT SUISSE GROUP AG, BANK OF
TOKYO-MITSUBISHI UFJ LTD.,
COÖPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A., HSBC
HOLDINGS PLC, HSBC BANK PLC, HBOS
PLC, LLOYDS BANKING GROUP PLC,
ROYAL BANK OF CANADA, THE
NORINCHUKIN BANK, ROYAL BANK OF
SCOTLAND GROUP, PLC, WESTLB AG,
WESTDEUTSCHE IMMOBILIEN BANK AG,
and DEUTSCHE BANK AG,

Defendants.

No. 1:13-cv-0981 (PGG)

**DECLARATION OF ALLISON CAMBRIA
IN SUPPORT OF DEFENDANT DEUTSCHE BANK AG'S
MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION**

I, Allison Cambria, hereby declare:

1. I am Vice President and Counsel in the Litigation and Regulatory Investigations Group at the New York branch of Deutsche Bank Aktiengesellschaft ("Deutsche Bank AG"). I submit this declaration in further support of Deutsche Bank AG's motion to dismiss the above-captioned action for lack of personal jurisdiction. The facts stated herein are true based on my

own personal knowledge, inquiries within Deutsche Bank AG, and my review of records maintained in the regular course of business by Deutsche Bank AG.

Personal Jurisdiction

2. Deutsche Bank AG is a foreign financial institution incorporated under the laws of the Federal Republic of Germany.

3. Deutsche Bank AG's headquarters are located at Taunusanlage 12, 60325 Frankfurt am Main, Hesse, Germany. Deutsche Bank AG's principal place of business is and has always been in Germany.

4. According to its 2013 Annual Review, available at https://annualreport.deutsche-bank.com/2013/ar/servicepages/downloads/files/dbfy2013_entire.pdf, Deutsche Bank is the largest bank in Germany. See 2013 Annual Review, at 9.

5. Deutsche Bank AG's principal regulators are the Bundesanstalt für Finanzdienstleistungsaufsicht (better known by its abbreviation "BaFin") and the Deutsche Bundesbank (the German central bank). See 2013 Annual Review, at 63.

6. On November 4, 2014, the European Central Bank became Deutsche Bank AG's main prudential supervisor. See 2013 Annual Report, at 15, available at https://www.db.com/ir/en/download/Deutsche_Bank_20_F_2013.pdf?dbiquery=null%3AECB.

7. Deutsche Bank AG currently has 66 branches worldwide. Deutsche Bank AG has one domestic branch in Germany and the remaining 65 branches are spread over 40 jurisdictions worldwide. Currently, only one of Deutsche Bank AG's 65 foreign branches is located in the United States, in New York City.

8. Deutsche Bank AG's New York branch is not registered with New York's Secretary of State.

9. Deutsche Bank AG is registered with New York's Department of Financial Services.

10. Deutsche Bank AG is regulated by the Federal Reserve System as an uninsured state branch of a foreign bank organization.

11. At all relevant times, Deutsche Bank AG had a single branch in New York.

12. Deutsche Bank AG and its subsidiaries have 2,706 retail outlets globally, of which 1,826 outlets (67.4% of all retail outlets) are located in Germany. Deutsche Bank AG and its subsidiaries do not have any retail outlets in the United States.

13. Deutsche Bank AG and its subsidiaries' operations in the United States also are small when measured by the number of full-time employees in the United States.

A. As of October 2014, Deutsche Bank AG and its subsidiaries employed 10,076 full-time employees in the United States, or about 10.4% of the 96,733 full-time Deutsche Bank employees worldwide.¹

B. In comparison, as of June 2014, Deutsche Bank AG and its subsidiaries employed 45,442 full-time employees in Germany alone, or about 46.9% of the 96,733 full-time Deutsche Bank employees worldwide.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 13th day of November 2014 in New York City, New York.



Allison Cambria

¹ Figures for Deutsche Bank employees worldwide are as of June 30, 2014.